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Proposed Counsel to the  
Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
FL 6801 SPIRITS LLC, <i>et al.</i> ,	: Case Nos. [ ] through [ ]
Debtors.	: (Motion for Joint Administration Pending)
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**DECLARATION OF LARA R. SHEIKH, ESQ., IN SUPPORT OF THE  
DEBTORS' (I) *EX PARTE* APPLICATION FOR AN ORDER SCHEDULING  
A HEARING TO CONSIDER, AMONG OTHER THINGS, BIDDING  
PROCEDURES AND (II) MOTION FOR (A) AN ORDER APPROVING,  
AMONG OTHER THINGS, (i) BIDDING PROCEDURES REGARDING  
THE DEBTORS' SALE OF PROPERTY, SUBJECT TO HIGHER OR BETTER  
OFFERS AND BANKRUPTCY COURT APPROVAL, (ii) THE TIME, DATE,  
PLACE AND FORM OF NOTICE FOR THE AUCTION AND SALE HEARING,  
AND (iii) A BREAK-UP FEE, (B) AN ORDER (i) APPROVING THE SALE FREE  
AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS,  
AND (ii) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN  
EXECUTORY CONTRACTS, AND (C) RELATED RELIEF**

I, Lara R. Sheikh, Esq., submit this declaration (the "Sale Declaration") under 28  
U.S.C. § 1746 and state:

1. I am a member of the Bar of the State of New York and an attorney with  
the law firm of Togut, Segal & Segal LLP, proposed counsel to FL 6801 Spirits LLC, *et*

*al.*, the debtors and debtors in possession in the above-captioned chapter 11 cases (hereafter, the “Debtors”).<sup>1</sup>

2. I am in all respects competent to make this Sale Declaration, which I submit for all permissible purposes under the Federal Rules of Bankruptcy Procedure, the Federal Rules of Civil Procedure, and the Federal Rules of Evidence in further support of the Debtors’ (I) *Ex Parte* Application for an Order Scheduling a Hearing to Consider, Among Other Things, Bidding Procedures and (II) Motion for (A) an Order Approving, Among Other Things, (i) Bidding Procedures Regarding the Debtors’ Sale of Property, Subject to Higher or Better Offers and Bankruptcy Court Approval, (ii) the Time, Date, Place and Form of Notice for the Auction and Sale Hearing, and (iii) a Break-Up Fee, (B) an Order (i) Approving the Sale Free and Clear of Liens, Claims, Encumbrances and Other Interests, and (ii) Authorizing the Assumption and Assignment of Certain Executory Contracts, and (C) Related Relief (the “Motion”).<sup>2</sup>

3. Attached hereto as **Exhibit A** is a true and correct copy of the Declaration of Covenants, Restrictions and Easements for Carillon Hotel and Spa dated November 2, 2007, together with its exhibits, and recorded on December 3, 2007 by Harvey Ruvin, the Clerk of the Court, in the Official Records Book 26080 at page 4905 in the public records of Miami-Dade County, Florida, together with all recorded amendments to same (the “Master Declaration”).

4. Attached hereto as **Exhibit B** is a true and correct copy of the Declaration of North Carillon Beach, a Condominium dated August 25, 2008, together with its

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<sup>1</sup> The Debtors consist of the following entities: FL 6801 Spirits LLC (“Spirits”), FL 6801 Collins North LLC (“6801 North”), FL 6801 Collins Central LLC (“6801 Central”), FL 6801 Collins South LLC (“6801 South,” together with 6801 North and 6801 Central, the “Collins Subsidiaries”).

<sup>2</sup> Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

exhibits, and recorded on August 27, 2008 by Harvey Ruvin, the Clerk of the Court, in the Official Records Book 26542 at page 0015 in the public records for Miami-Dade County, Florida, together with all recorded amendments to same (the "North Tower Declaration").

5. Attached hereto as **Exhibit C** is a true and correct copy of the Declaration of South Carillon Beach, a Condominium dated November 2, 2007, together with its exhibits, and recorded on December 3, 2007 by Harvey Ruvin, the Clerk of the Court, in the Official Records Book 26080 at page 4764 in the public records for Miami-Dade County, Florida, together with all recorded amendments to same (the "South Tower Declaration").

6. Attached hereto as **Exhibit D** is a true and correct copy of the Declaration of Central Carillon Beach, a Condominium dated September 25, 2008, together with its exhibits, and recorded on October 15, 2008 by Harvey Ruvin, the Clerk of the Court, in the Official Records Book 26610 at page 0735 in the public records for Miami-Dade County, Florida, together with all recorded amendments to same (the "Central Tower Declaration").

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on: June 1, 2014  
New York, New York

/s/ Lara R. Sheikh  
LARA R. SHEIKH